



Comptroller of the Currency
Administrator of National Banks

Midwestern District Office
2345 Grand Blvd., Suite 700
Kansas City, Missouri 64108-2625

Corporate Decision #97-31
June 1997

May 31, 1997

Mr. Michael L. Gibson
Chairman of the Board & CEO
The Miami County National Bank of Paola
One South Pearl Street
Paola, KS 66071

Re: Applications from The Miami County National Bank of Paola, Paola, KS to relocate its main office to Freeman, MO, and establish a branch at the former main office location
Control #97-MW-07-007 and 97-MW-05-043

Dear Mr. Gibson:

The Comptroller of the Currency (“OCC”) has approved your proposal to change the location of the main office of The Miami County National Bank of Paola (“Bank”) from One South Pearl, Paola, Kansas, to 100 West Main, Freeman, Missouri. Approval is also granted to establish a branch at the former head office site and to retain the existing Kansas branches after relocation. These approvals are made subject to the understanding that consummation will occur on May 31, 1997.

The Bank’s relocation of its main office into Missouri and retention of its existing Kansas branches is legally authorized under 12 U.S.C. 30 and the establishment of a branch at the former main office site is legally authorized under 12 U.S.C. 36, as explained in previous decisions of the OCC. *See, e.g., Decision of the Comptroller of the Currency on the Applications of Bank Midwest of Kansas, N.A., and Bank Midwest N.A.* (OCC Corporate Decision No. 95-05, February 16, 1995)(“*OCC Bank Midwest Decision*”).

Prior to the effective date of the main office relocation:

1. The bank’s shareholders, owning two-thirds of the voting stock, must approve the relocation and amend the bank’s Articles of Association.
2. The bank must file and have the OCC accept the amended Articles of Association prior to the effective date of the main office relocation.

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3. The bank must submit a Secretary's Certificate to the OCC certifying approval of its shareholders owning two-thirds of the voting stock.

If you have any questions, please contact National Bank Examiner Jill K. Kennard at (816) 556-1860.

Sincerely,

/s/

Ellen Tanner Shepherd
Licensing Manager